

EXHIBIT F

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF IOWA**

IN RE META FINANCIAL GROUP, INC.
SECURITIES LITIGATION

Case No. C 10-4108-MWB

Hon. Mark W. Bennett

DECLARATION OF LEAD PLAINTIFF EDEN PARTNERSHIP

Lead Plaintiff Eden Partnership, by its members Yaniv Uliel, Assaf Nathan, Gad Nathan, Nathanael Dreyfuss, and Eden Partnerships Management (collectively, the “Eden Partnership”) hereby declares as follows:

1. We are members of the Eden Partnership, the Lead Plaintiff in the above-captioned case, having been appointed to this position by the Court on January 12, 2011. We respectfully submit this Declaration in support of the settlement and in support of Lead Plaintiff reimbursement, pursuant to the Private Securities Litigation Reform Act, for the Partnership’s time spent supervising this litigation in our capacity as the Lead Plaintiff. We strongly believe that the settlement in this case for \$2.1 million in cash is a terrific result for the Class.

2. The Eden Partnership is a private, value-oriented investment partnership. Yaniv Uliel, Assaf Nathan (son of Gad Nathan) and Nathanael Dreyfuss are the three managing partners of Eden Partnerships Management. The members of the Eden Partnership regularly meet to discuss investment opportunities and strategies. We have worked as an investment group since August 2010, and we continue to work together to this day.

3. During the Motion for Lead Plaintiff stage of the litigation, each member of the Eden Partnership agreed that Yaniv Uliel would be the spokesperson for the Eden Partnership.

I.

SUPPORT FOR THE SETTLEMENT

4. Each member of the Eden Partnership has been closely involved in all aspects of this litigation, from the time we made our motion to be appointed as Lead Plaintiff, through the investigation and amended complaint stage, the motion to dismiss, discovery, retention of consultants, informal settlement negotiations, formal mediation, and now, the settlement phase. We followed news concerning the Company throughout the Class Period and throughout the course of the litigation and coordinated closely with counsel regarding issues related to the Company and its common stock, as well as the litigation itself. We believe that the settlement of the litigation at this time for \$2.1 million in cash is a great result for the Class.

5. Prior to settlement, we had a firm understanding and appreciation of the strengths and weaknesses of the case through our supervision of and coordination with Lead Counsel regarding all case matters. We reviewed drafts of pleadings and motions (and/or oppositions thereto) integral to this case. In addition, we communicated regularly with Lead Counsel concerning the status of the case, updates, strategy, and other matters. During the initial discovery phase of this litigation, we searched for and identified documents in our possession relevant to the litigation and provided them to our counsel for review and production of non-privileged, responsive documents to Defendants. We communicated often with Lead Counsel regarding settlement negotiations and strategy, and during this time we closely addressed Lead Counsel's consultant's work regarding causation and damages.

6. We explain below in greater detail our further efforts in this litigation from which we understood the strengths and weaknesses of the case and gained an appreciation for the pros and cons of settling.

II.
SUPPORT FOR LEAD COUNSEL'S REQUEST
FOR ATTORNEY'S FEES AND REIMBURSEMENT OF EXPENSES

7. We retained Lead Counsel in the fall of 2010. We believe that Lead Counsel did very good work in obtaining this excellent result for the Class, and we support their fee request.

III.
REQUEST FOR COMPENSATION FOR LEAD PLAINTIFF'S TIME

8. We have faithfully undertaken our duties as the Lead Plaintiff and voluntarily sought appointment as a plaintiff in a lawsuit to vindicate the interests of all Class members harmed by Defendants' alleged conduct. In the beginning of this litigation, between October 31, 2010 and November 25, 2010, each member of the Partnership and the Partnership itself executed a certification (filed with the Motion for Appointment as Lead Plaintiff) that indicated our willingness to serve as a representative party on behalf of the Class.

Personal/Background Information

9. Yaniv Uliel: Mr. Uliel is the cofounder of Eden and acts as a managing partner. At Eden, Mr. Uliel is responsible for security analysis with a focus on stocks in the financial sector. In addition, Mr. Uliel does consulting work for companies in Shanghai; among these companies are Marvell Technology and Elite College Link (ECL). Mr. Uliel graduated from the Technion – Israel Institute of Technology. He holds a B.Sc cum laude in Electrical Engineering.

10. Nathanael Dreyfuss: Mr. Dreyfuss has eight years of business development experience. He is the cofounder and managing partner of Eden Partnerships Management. Mr. Dreyfuss is responsible for Eden's investment and marketing activities. Since 2002, he has served as Executive Director of Interim-Nation S.A.,

France. In addition to his role in Eden, Mr. Dreyfuss is the VP of business development and finance at Floresta. Mr. Dreyfuss holds a B.Sc in Electrical Engineering and an MBA degree from the Technion – Israel Institute of Technology.

11. Assaf Nathan: Mr. Nathan is a managing partner in the Eden Partnership. He is responsible for security analysis, marketing and fund operations. Mr. Nathan has over 14 years of experience in diversified roles in Israel's technology sector. In addition to his role at Eden, Mr. Nathan also serves as a consultant to technology companies. Mr. Nathan holds a B.Sc. degree in Electrical Engineering from the Technion and is studying towards an MBA (with a focus on corporate finance) at IDC Herzliya.

12. Dr. Gad Nathan: Dr. Nathan has over 30 years of experience as D.M.D and currently serves as the manager of a large kibbutz clinic. Mr. Nathan also works as a regional manager in a real-estate assessors firm in Tel-Aviv as an expert of the Tel Aviv area. In addition to his medical degree, Mr. Nathan holds a cum laude degree in law.

13. In order to oversee this litigation and supervise counsel, we had to take time off from our other businesses and work duties.

Time Spent During This Litigation

14. Prior to our involvement in this lawsuit as a plaintiff, we conducted research about Lead Counsel and deemed them qualified to prosecute this case on our behalf and on

behalf of the Class. We reviewed and approved the filing of the Motion to Appoint the Lead Plaintiff as well as the Declaration In Support of the Motion. We reviewed our electronic and physical files and provided all documents related to Meta to Lead Counsel.

15. We also received and reviewed the draft Amended Complaint prior to its filing on March 14, 2011.

16. We understood that our duties as Lead Plaintiff would involve staying updated about the status of the litigation, receiving and reviewing pleadings, briefs, and other documents prior to their filing or service, being available for depositions, and attending a trial, if necessary. We reviewed Defendants' Motion to Dismiss, Lead Plaintiffs' draft Opposition thereto, Defendants' Reply Brief, and the Court's Order Denying the Motion to Dismiss. We closely followed news of the Company throughout the litigation and coordinated closely with counsel regarding issues related to the Company and its common stock.

17. We regularly communicated with Lead Counsel since becoming Lead Plaintiff, both through telephone and via electronic mail. We exchanged emails with Lead Counsel related to various matters concerning this litigation. Some emails contained attached documents, which we read and reviewed.

18. In addition, during the course of this litigation, we, as a group, took part in various meetings to discuss the case. To make a decision regarding the case, we discussed and conferred about the issues presented by Lead Counsel. We agreed to a course of action when decision making was necessary – *e.g.*, with respect to settlement negotiations, analysis of risks, and the like.

19. In addition, we received and reviewed the Amended Scheduling Order and Discovery Plan issued on August 11, 2011. After receiving and reviewing it and conferring with Lead Counsel, we then went about collecting responsive documents to the initial disclosures, and

we provided all documents asked of us. During this process, we also communicated with Lead Counsel regarding issues of document production, including translation of documents, responsiveness, and privilege.

Mediation and Settlement

20. After the Court's order denying Defendants' Motion to Dismiss, we communicated regularly with counsel regarding settlement negotiations and the possibility of formal mediation.

21. We received and reviewed a copy of Lead Counsel's submission to Judge Phillips (Ret.) in advance of the mediation that occurred on December 5, 2011. We discussed the expert's work regarding causation and damages with Lead Counsel.

22. Throughout the mediation process, we remained in contact with Lead Counsel. We approved the settlement for \$2.1 million in cash.

23. During the settlement process, to date, we received and reviewed the draft Stipulation of Settlement, draft Memorandum in Support of Preliminary Approval of Settlement, draft of the Notice of Pendency, and draft Memorandum in Support of Final Approval of Settlement.

Compensation Computation

24. In light of the foregoing, we estimate that, in total, we have spent 126 hours on matters and issues related to this litigation, as described in the table below:

Expense Item	People Involved	Time Put In [Hours]
Researched Lead Counsel	Assaf, Yaniv, Nathi	6
Re-read Meta's SEC filings during and before the Class Period in order to assess our chances of going forward in this case and help identify the company's misdeeds	Assaf, Yaniv, Nathi, Gad	28
Consulted with our accountant about tax related impacts for the partnership and for the individuals involved	Assaf, Yaniv, Nathi	9
Consulted with our lawyer in Israel regarding the legal aspects	Assaf, Yaniv, Nathi	9
Gathered evidence from internet blogs, chat history, emails and other sources, sorted all the material and bound it together	Assaf, Yaniv, Nathi	18
Held at least five meetings to discuss the quality of materials sent, the status and other aspects of the case	Assaf, Yaniv, Nathi	21
Discussed the situation with Eden's limited partners and explained the process to them via phone calls, face-to-face meetings and emails	Assaf, Yaniv, Nathi	12
Retrieved data from the bank and its broker about all of Meta's securities transactions and received trade confirmations from all related brokers (partnership and personal accounts)	Assaf, Yaniv, Nathi, Gad	8
Spent time on the phone and writing emails discussing the case and our strategy with Lead Counsel	Yaniv	10
Attended (over the phone) court hearing	Yaniv	2
Filled out forms for the case	Yaniv	3
Reviewed and discussed the settlement	Yaniv, Assaf, Nathi	6
Total		126

25. We request compensation in the amount of \$10,000 for our time and effort in prosecuting this litigation and overseeing Lead Counsel.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on: 05/19/12




Yaniv Uliel
(Individually, and on behalf of
Eden Partnerships Management)

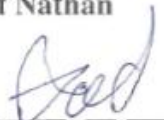
05/19/12


Nathanael Dreyfuss

05/19/12


Assaf Nathan

05/20/12


Gad Nathan